

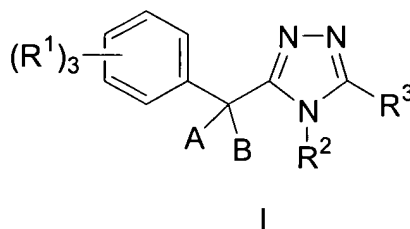
**Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

Claims 1-46 (canceled)

Claim 47 (new): A compound represented by Formula I:



or a pharmaceutically acceptable salt or solvate thereof, wherein:

A and B may be taken separately or together;

when taken separately,

A represents halo, C<sub>1-6</sub>alkyl, OC<sub>1-6</sub>alkyl or phenyl, said alkyl, phenyl and the alkyl portion of OC<sub>1-6</sub>alkyl being optionally substituted with 1-3 halo groups; and

B represents H, halo, C<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -SC<sub>1-6</sub>alkyl, C<sub>2-6</sub>alkenyl, phenyl or naphthyl, said alkyl, alkenyl, phenyl, naphthyl, and the alkyl portions of -OC<sub>1-6</sub>alkyl and -SC<sub>1-6</sub>alkyl being optionally substituted with 1-3 groups selected from halo, OH, CH<sub>3</sub>O, CF<sub>3</sub> and OCF<sub>3</sub>; and

when taken together,

A and B together represents C<sub>1-4</sub>alkylene optionally substituted with 1-3 halo groups, and 1-2 R<sup>a</sup> groups wherein R<sup>a</sup> represents C<sub>1-3</sub>alkyl, OC<sub>1-3</sub>alkyl, C<sub>6-10</sub>aryl or C<sub>1-6</sub>alkylene or phenyl optionally substituted with 1-3 halo groups;

each R<sup>1</sup> represents H or is independently selected from the group consisting of: OH, halo, C<sub>1-10</sub>alkyl, C<sub>1-6</sub>alkoxy and C<sub>6-10</sub>aryl, said C<sub>1-10</sub>alkyl, C<sub>6-10</sub>aryl and the alkyl portion of

C<sub>1-6</sub>alkoxy being optionally substituted with 1-3 halo, OH, OC<sub>1-3</sub>alkyl, phenyl or naphthyl groups, said phenyl and naphthyl being optionally substituted with 1-3 substituents independently selected from halo, OCH<sub>3</sub>, OCF<sub>3</sub>, CH<sub>3</sub>, CF<sub>3</sub> and phenyl, wherein said phenyl is optionally substituted with 1-3 halo groups,

or two R<sup>1</sup> groups taken together represent a fused C<sub>5-6</sub>alkyl or aryl ring, which may be optionally substituted with 1-2 OH or R<sup>a</sup> groups, wherein R<sup>a</sup> is as defined above;

R<sup>2</sup> and R<sup>3</sup> are taken together or separately;

when taken together, R<sup>2</sup> and R<sup>3</sup> represent (a) a C<sub>3-8</sub> alkanediyl forming a fused 5-10 membered non-aromatic ring optionally interrupted with 1-2 double bonds, and optionally containing 1-2 heteroatoms selected from O, S and N; or (b) a fused 6-10 membered aromatic monocyclic or bicyclic group, said alkanediyl and aromatic monocyclic or bicyclic group being optionally substituted with 1-6 halo atoms, and 1-4 of OH, C<sub>1-3</sub>alkyl, OC<sub>1-3</sub>alkyl, haloC<sub>1-3</sub>alkyl, haloC<sub>1-3</sub>alkoxy, and phenyl, said phenyl being optionally substituted with 1-4 groups independently selected from halo, C<sub>1-3</sub>alkyl, OC<sub>1-3</sub>alkyl, and said C<sub>1-3</sub>alkyl and the C<sub>1-3</sub>alkyl portion of OC<sub>1-3</sub>alkyl being optionally substituted with 1-3 halo groups;

when taken separately,

R<sup>2</sup> is selected from the group consisting of: (a) C<sub>1-14</sub>alkyl optionally substituted with 1-6 halo groups and 1-3 substituents selected from OH, OC<sub>1-3</sub>alkyl, and phenyl, said phenyl being optionally substituted with 1-4 groups independently selected from halo, OCH<sub>3</sub>, OCF<sub>3</sub>, CH<sub>3</sub> and CF<sub>3</sub>, and said C<sub>1-3</sub>alkyl portion of OC<sub>1-3</sub>alkyl being optionally substituted with 1-3 halo groups; (b) phenyl or pyridyl optionally substituted with 1-3 halo, OH or R<sup>a</sup> groups, with R<sup>a</sup> as previously defined; (c) C<sub>2-10</sub> alkenyl, optionally substituted with 1-3 substituents independently selected from halo, OH and OC<sub>1-3</sub>alkyl, said C<sub>1-3</sub>alkyl portion of OC<sub>1-3</sub>alkyl being optionally substituted with 1-3 halo groups; (d) CH<sub>2</sub>CO<sub>2</sub>H; (e) CH<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl; (f) CH<sub>2</sub>C(O)NHR<sup>a</sup> wherein R<sup>a</sup> is as previously defined; (g) NH<sub>2</sub>, NHR<sup>a</sup> and N(R<sup>a</sup>)<sub>2</sub> wherein R<sup>a</sup> is as previously defined;

and R<sup>3</sup> is selected from the group consisting of: C<sub>1-14</sub>alkyl, C<sub>2-10</sub>alkenyl, SC<sub>1-6</sub>alkyl, C<sub>6-10</sub>aryl, heterocyclyl and heteroaryl, said alkyl, alkenyl, aryl, heterocyclyl, heteroaryl and the alkyl portion of SC<sub>1-6</sub>alkyl being optionally substituted with (a) R; (b) 1-6 halo groups and (c) 1-3 groups selected from OH, NH<sub>2</sub>, NHC<sub>1-4</sub>alkyl, N(C<sub>1-4</sub>alkyl)<sub>2</sub>, C<sub>1-4</sub>alkyl, OC<sub>1-4</sub>alkyl, CN, C<sub>1-4</sub>alkylS(O)<sub>x</sub>- wherein x is 0, 1 or 2, C<sub>1-4</sub>alkylSO<sub>2</sub>NH-, H<sub>2</sub>NSO<sub>2</sub>-, C<sub>1-4</sub>alkylNHSO<sub>2</sub>- and

(C<sub>1-4</sub>alkyl)<sub>2</sub>NSO<sub>2</sub><sup>-</sup>, said C<sub>1-4</sub>alkyl and the C<sub>1-4</sub>alkyl portions of said groups being optionally substituted with phenyl and 1-3 halo groups, and

R is selected from heterocyclyl, heteroaryl and aryl, said group being optionally substituted with 1-4 groups selected from halo, C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkylS(O)<sub>x</sub><sup>-</sup>, with x as previously defined, C<sub>1-4</sub>alkylSO<sub>2</sub>NH<sup>-</sup>, H<sub>2</sub>NSO<sub>2</sub><sup>-</sup>, C<sub>1-4</sub>alkylNHSO<sub>2</sub><sup>-</sup>, (C<sub>1-4</sub>alkyl)<sub>2</sub>NSO<sub>2</sub><sup>-</sup>, CN, OH, OC<sub>1-4</sub>alkyl, and, said C<sub>1-4</sub>alkyl and the C<sub>1-4</sub>alkyl portions of said groups being optionally substituted with 1-5 halo and 1 group selected from OH and OC<sub>1-3</sub>alkyl.

Claim 48 (new): The compound of Claim 47 wherein A and B are taken separately and each represents a C<sub>1-6</sub>alkyl group, optionally substituted with 1-3 halo groups.

Claim 49 (new): The compound of Claim 47 wherein two R<sup>1</sup> groups represent H and one R<sup>1</sup> is selected from the group consisting of: OH, halo, C<sub>1-10</sub>alkyl, C<sub>1-6</sub>alkoxy and C<sub>6-10</sub>aryl, said C<sub>1-10</sub>alkyl, C<sub>6-10</sub>aryl and the alkyl portion of C<sub>1-6</sub>alkoxy being optionally substituted with 1-3 halo, OH, OC<sub>1-3</sub>alkyl, phenyl or naphthyl groups, said phenyl and naphthyl being optionally substituted with 1-3 substituents selected from: halo, OCH<sub>3</sub>, OCF<sub>3</sub>, CH<sub>3</sub>, CF<sub>3</sub> and phenyl, wherein said phenyl is optionally substituted with 1-3 halo groups.

Claim 50 (new): The compound of Claim 47 wherein one R<sup>1</sup> group represents H and two R<sup>1</sup> groups are selected from the group consisting of: OH, halo, C<sub>1-10</sub>alkyl and C<sub>1-6</sub>alkoxy, said C<sub>1-10</sub>alkyl and the alkyl portion of C<sub>1-6</sub>alkoxy being optionally substituted with 1-3 halo groups.

Claim 51 (new): The compound of Claim 50 wherein two R<sup>1</sup> groups represent halo or methyl.

Claim 52 (new): The compound of Claim 47 wherein R<sup>2</sup> is taken separately from R<sup>3</sup> and is selected from the group consisting of: (a) C<sub>1-14</sub>alkyl optionally substituted with 1-6 halo groups and 1-3 substituents selected from OH, OC<sub>1-3</sub>alkyl, and phenyl, said phenyl being optionally substituted with 1-4 groups independently selected from halo, OCH<sub>3</sub>, OCF<sub>3</sub>, CH<sub>3</sub> and CF<sub>3</sub>, and said C<sub>1-3</sub>alkyl portion of OC<sub>1-3</sub>alkyl being optionally substituted with 1-3 halo groups; (b) phenyl or pyridyl optionally substituted with 1-3 halo, OH or R<sup>a</sup> groups; (c) C<sub>2-10</sub>

alkenyl, optionally substituted with 1-3 substituents independently selected from halo, OH and OC<sub>1-3</sub>alkyl, said C<sub>1-3</sub>alkyl portion of OC<sub>1-3</sub>alkyl being optionally substituted with 1-3 halo groups; (d) CH<sub>2</sub>CO<sub>2</sub>H; (e) CH<sub>2</sub>CO<sub>2</sub>C<sub>1-6</sub>alkyl; (f) CH<sub>2</sub>C(O)NHR<sup>a</sup> and (g) NH<sub>2</sub>, NHR<sup>a</sup> and N(R<sup>a</sup>)<sub>2</sub>, and

R<sup>a</sup> represents C<sub>1-3</sub>alkyl, OC<sub>1-3</sub>alkyl, C<sub>6-10</sub>arC<sub>1-6</sub>alkylene or phenyl optionally substituted with 1-3 halo groups.

Claim 53 (new): The compound of Claim 47 wherein R<sup>2</sup> is taken separately from R<sup>3</sup> and is C<sub>1-14</sub>alkyl optionally substituted with 1-6 halo groups and 1-3 substituents selected from OH, OC<sub>1-3</sub>alkyl and phenyl, said phenyl being optionally substituted with 1-4 groups independently selected from halo, OCH<sub>3</sub>, OCF<sub>3</sub>, CH<sub>3</sub> and CF<sub>3</sub>, and the alkyl portion of OC<sub>1-3</sub>alkyl being optionally substituted with 1-3 halo groups.

Claim 54 (new): The compound of Claim 52 wherein R<sup>2</sup> is taken separately from R<sup>3</sup> and represents methyl or cyclopropyl.

Claim 55 (new): The compound of Claim 47 wherein R<sup>3</sup> is taken separately from R<sup>2</sup> and is selected from the group consisting of: C<sub>1-14</sub>alkyl, C<sub>2-10</sub>alkenyl, SC<sub>1-6</sub>alkyl, C<sub>6-10</sub>aryl, heterocyclyl and heteroaryl, said alkyl, alkenyl, aryl, heterocyclyl, heteroaryl and the alkyl portion of SC<sub>1-6</sub>alkyl being optionally substituted with (a) R; (b) 1-6 halo groups and (c) 1-3 groups selected from OH, NH<sub>2</sub>, NHC<sub>1-4</sub>alkyl, N(C<sub>1-4</sub>alkyl)<sub>2</sub>, C<sub>1-4</sub>alkyl, OC<sub>1-4</sub>alkyl, CN, C<sub>1-4</sub>alkylS(O)<sub>x</sub>- wherein x is 0, 1 or 2, C<sub>1-4</sub>alkylSO<sub>2</sub>NH-, H<sub>2</sub>NSO<sub>2</sub>-, C<sub>1-4</sub>alkylNHSO<sub>2</sub>- and (C<sub>1-4</sub>alkyl)<sub>2</sub>NSO<sub>2</sub>-, said C<sub>1-4</sub>alkyl and the C<sub>1-4</sub>alkyl portions of said groups being optionally substituted with phenyl and 1-3 halo groups, and R is selected from heterocyclyl, heteroaryl and aryl, said group being optionally substituted with 1-4 groups selected from halo, C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkylS(O)<sub>x</sub>-, with x as previously defined, C<sub>1-4</sub>alkylSO<sub>2</sub>NH-, H<sub>2</sub>NSO<sub>2</sub>-, C<sub>1-4</sub>alkylNHSO<sub>2</sub>-, (C<sub>1-4</sub>alkyl)<sub>2</sub>NSO<sub>2</sub>-, CN, OH, OC<sub>1-4</sub>alkyl, and, said C<sub>1-4</sub>alkyl and the C<sub>1-4</sub>alkyl portions of said groups being optionally substituted with 1-5 halo and 1 group selected from OH and OC<sub>1-3</sub>alkyl.

Claim 56 (new): The compound of Claim 55 wherein R<sup>3</sup> is taken separately from R<sup>2</sup> and is selected from the group consisting of: C<sub>1-14</sub>alkyl, C<sub>6-10</sub>aryl, heterocyclyl and heteroaryl,

said groups being optionally substituted with (a) R; (b) 1-6 halo groups and (c) 1-3 groups selected from OH, NH<sub>2</sub>, NHC<sub>1-4</sub>alkyl, N(C<sub>1-4</sub>alkyl)<sub>2</sub>, C<sub>1-4</sub>alkyl, OC<sub>1-4</sub>alkyl, CN, C<sub>1-4</sub>alkylS(O)<sub>x</sub>- wherein x is 0, 1 or 2, C<sub>1-4</sub>alkylSO<sub>2</sub>NH-, H<sub>2</sub>NSO<sub>2</sub>-, C<sub>1-4</sub>alkylNH<sub>2</sub>SO<sub>2</sub>-, (C<sub>1-4</sub>alkyl)<sub>2</sub>NSO<sub>2</sub>-, said C<sub>1-4</sub>alkyl and the C<sub>1-4</sub>alkyl portions of said groups being optionally substituted with phenyl and 1-3 halo groups.

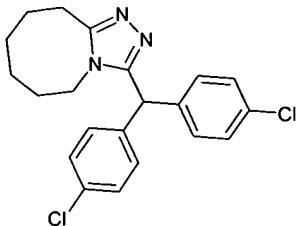
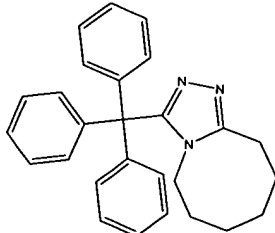
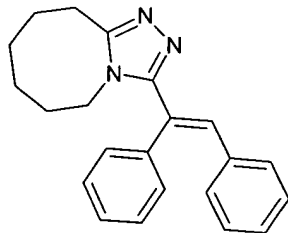
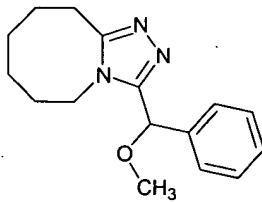
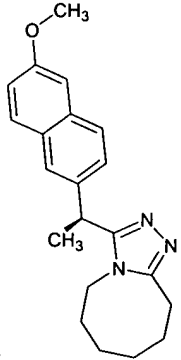
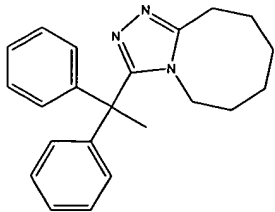
Claim 57 (new): The compound of Claim 55 wherein R<sup>3</sup> is taken separately and is selected from the group consisting of: cyclopropyl optionally substituted with methyl or phenyl; phenyl optionally substituted with halo, OH, OCH<sub>3</sub> or OCF<sub>3</sub>; heteroaryl selected from benzimidazolyl, indolyl, benzofuranyl, and dihydrobenzofuranyl, said heteroaryl groups being optionally substituted with: (a) R; (b) 1-6 halo groups or (c) 1-3 groups selected from OH, NH<sub>2</sub>, NHC<sub>1-4</sub>alkyl, N(C<sub>1-4</sub>alkyl)<sub>2</sub>, C<sub>1-4</sub>alkyl, OC<sub>1-4</sub>alkyl, CN, C<sub>1-4</sub>alkylS(O)<sub>x</sub>- wherein x is 0, 1 or 2, C<sub>1-4</sub>alkylSO<sub>2</sub>NH-, H<sub>2</sub>NSO<sub>2</sub>-, C<sub>1-4</sub>alkylNH<sub>2</sub>SO<sub>2</sub>-, (C<sub>1-4</sub>alkyl)<sub>2</sub>NSO<sub>2</sub>-, said C<sub>1-4</sub>alkyl and the C<sub>1-4</sub>alkyl portions of said groups being optionally substituted with phenyl and 1-3 halo groups, and R is selected from heterocyclyl, heteroaryl and aryl, said group being optionally substituted with 1-4 groups selected from halo, C<sub>1-4</sub>alkyl, OH, OC<sub>1-4</sub>alkyl, and, said C<sub>1-4</sub>alkyl and the C<sub>1-4</sub>alkyl portions of said groups being optionally substituted with 1-5 halo groups and 1 group selected from OH and OC<sub>1-3</sub>alkyl.

Claim 58 (new): The compound of Claim 47 wherein R<sup>2</sup> and R<sup>3</sup> are taken together and represent: (a) a C<sub>3-8</sub> alkanediyl forming a fused 5-10 membered non-aromatic ring optionally interrupted with 1 double bond, and optionally interrupted by 1 heteroatom selected from O, S and N; or (b) a fused 6-10 membered aromatic monocyclic or bicyclic group, said alkanediyl and aromatic monocyclic or bicyclic group being optionally substituted with 1-3 halo atoms, and 1-2 of OH, C<sub>1-3</sub>alkyl, OC<sub>1-3</sub>alkyl, haloC<sub>1-3</sub>alkyl, haloC<sub>1-3</sub>alkoxy and phenyl, said phenyl being optionally substituted with 1-2 groups independently selected from halo, C<sub>1-3</sub>alkyl, OC<sub>1-3</sub>alkyl, and said C<sub>1-3</sub>alkyl and the C<sub>1-3</sub>alkyl portion of OC<sub>1-3</sub>alkyl being optionally substituted with 1-3 halo groups.

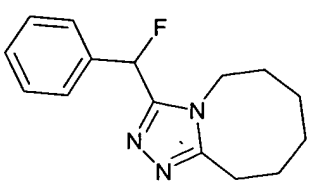
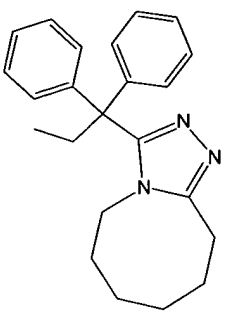
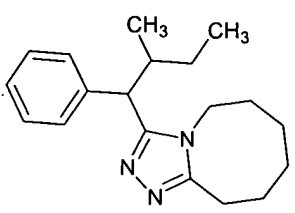
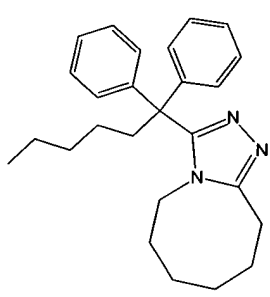
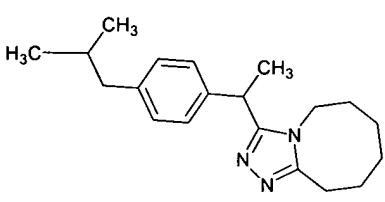
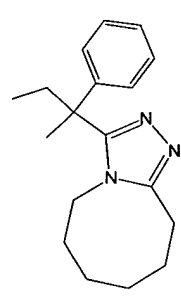
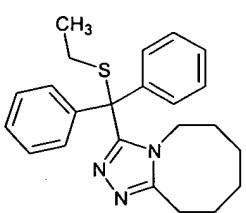
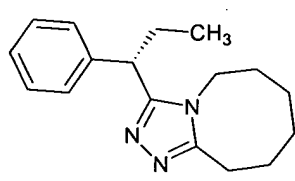
Claim 59 (new): The compound of Claim 47 wherein R is selected from heterocyclyl, heteroaryl and aryl, said group being optionally substituted with 1-4 halo groups and 1-2 groups selected from C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkylS(O)<sub>x</sub>-, wherein x is 0, 1 or 2, C<sub>1-4</sub>

alkylSO<sub>2</sub>NH-, H<sub>2</sub>NSO<sub>2</sub>-, C<sub>1-4</sub>alkylNHSO<sub>2</sub>-, (C<sub>1-4</sub> alkyl)<sub>2</sub>NSO<sub>2</sub>-, CN, OH and OC<sub>1-4</sub>alkyl, said C<sub>1-4</sub>alkyl and the C<sub>1-4</sub>alkyl portions of said groups being optionally substituted with 1-3 halo groups and 1 group selected from OH and OC<sub>1-3</sub>alkyl.

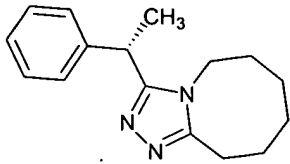
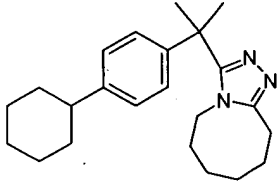
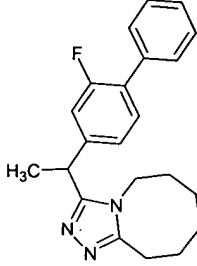
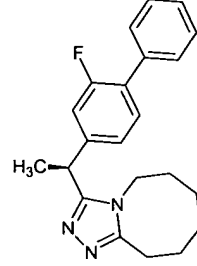
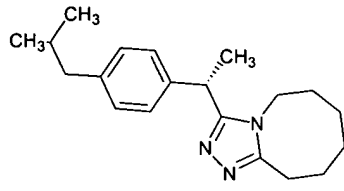
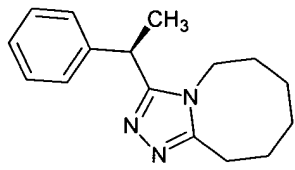
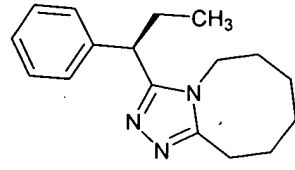
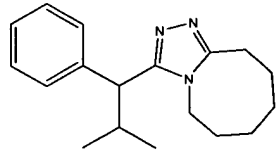
Claim 60 (new): The compound of Claim 47 selected from the table set forth below:

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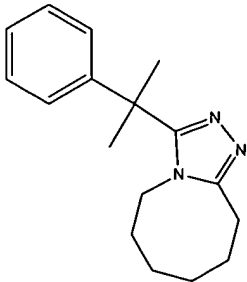
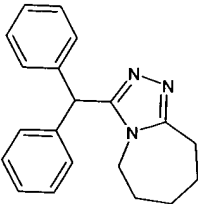
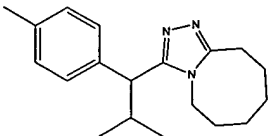
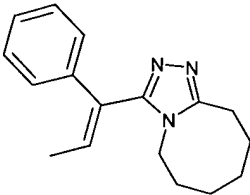
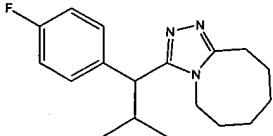
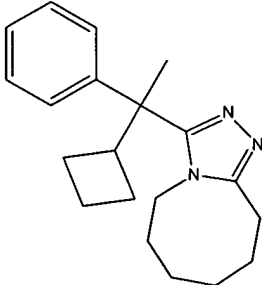
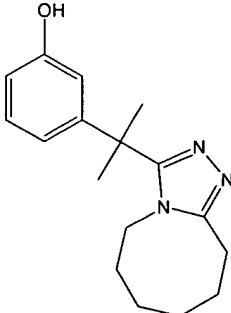
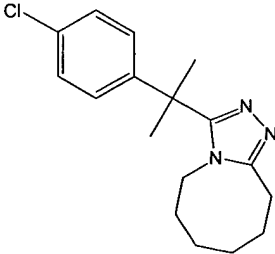
		
		
		
		



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or a pharmaceutically acceptable salt or solvate thereof.

Claim 61 (new): A pharmaceutical composition comprising a compound in accordance with Claim 47 in combination with a pharmaceutically acceptable carrier.

Claim 62 (new): A method of treating hyperglycemia, diabetes or insulin resistance in a mammalian patient in need of such treatment which comprises administering to said patient an effective amount of a compound in accordance with Claim 47.

Claim 63 (new): A method of treating non-insulin dependent diabetes mellitus in a mammalian patient in need of such treatment comprising administering to the patient an anti-diabetic effective amount of a compound in accordance with Claim 47.

Claim 64 (new) A method of treating obesity in a mammalian patient in need of such treatment comprising administering to said patient a compound in accordance with Claim 47 in an amount that is effective to treat obesity.

Claim 65 (new): A method of treating Syndrome X in a mammalian patient in need of such treatment, comprising administering to said patient a compound in accordance with Claim 47 in an amount that is effective to treat Syndrome X.

Claim 66 (new): A method of treating a lipid disorder selected from the group consisting of dyslipidemia, hyperlipidemia, hypertriglyceridemia, hypercholesterolemia, low HDL and high LDL in a mammalian patient in need of such treatment, comprising administering to said patient a compound in accordance with Claim 47 in an amount that is effective to treat said lipid disorder.

Claim 67 (new): A method of treating atherosclerosis in a mammalian patient in need of such treatment, comprising administering to said patient a compound in accordance with Claim 47 in an amount effective to treat atherosclerosis.